

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

2,

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:							
Estimated average burden							
hours per respons	e 16.00						

SEC US	E ONLY
Prefix	Serial
1 1	
DATE RE	CEIVED
1 1	Ì

UNITORNI LIMITED OFFERING EXEMI	TION L	_
Name (check if this is an amendment and name has changed, and indicate change.)		
RMBS Opportunities Fund (Offshore), L.P.		
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE	05014.4
Type of Filing: New Filing Amendment		REG MAII
A. BASIC IDENTIFICATION DATA		Coction
1. Enter the information requested about the issuer		goutun
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	···	JUN O A CHAD
RMBS Opportunities Fund (Offshore), L.P.		A
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number	(In Weishington, DC
c/o BlackRock, Inc., 40 East 52nd Street, New York, New York 10022	212-810-5300	AND
Address of Principal Business Operations (Number and Street, City, State, Zip Code)		r (Including Area Code)
(if different from Executive Offices)	-	
Dispersion of Di	<u> </u>	
Brief Description of Business		
Investment Fund		DOCECCE
Type of Business Organization	-	PROCESSED
corporation I limited partnership, already formed other (p	lease specify):	1 0 2000
business trust limited partnership, to be formed		JUN 1 2 2008
Month Year	TH	OMSON REUTERS
Actual or Estimated Date of Incorporation or Organization: [0] 5 [0] 8 [7] Actual	nated III	NAPONA KERIEK2
CN for Canada; FN for other foreign jurisdiction)		
GENERAL INSTRUCTIONS	,	
Federal:		
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D	or Section 4(6), 17 CFR	230.501 et seq. or 15 U.S.C.
77d(6).		
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering	A notice is deemed fi	led with the U.S. Securities
and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address.	low or, if received at t	hat address after the date on
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20	540	
		et manually signed must be
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures.	y signed. Any copies i	ot manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only repo	t the name of the issue	r and offering any changes
thereto, the information requested in Part C, and any material changes from the information previously supp	ied in Parts A and B. P	art E and the Appendix need
not be filed with the SEC.		
Filing Fee: There is no federal filing fee.		
State:		
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for s	ales of securities in the	se states that have adopted
ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the sare to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for		
accompany this form. This notice shall be filed in the appropriate states in accordance with state law.		
this notice and must be completed.	- *	
ATTENTION —		
		ļ .
- Failure to the notice in the appropriate states will not result in a loss of the lederal ex-	emption. Convers	ely, failure to file the
Failure to file notice in the appropriate states will not result in a loss of the federal examples appropriate federal notice will not result in a loss of an available state exemption unless.		

A. BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
• Each promoter of the issuer, if the issuer has been organized within the past five years;	
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% o	r more of a class of equity securities of the issuer.
Each executive officer and director of corporate issuers and of corporate general and managing par	rtners of partnership issuers; and
Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Di	rector General and/or Managing Partner
Full Name (Last name first, if individual) RMBS Opportunities Fund (GenPar), LLC	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o BlackRock, Inc., 40 East 52nd Street, New York, New York 10022	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Di	rector General and/or Managing Partner
Full Name (Last name first, if individual) BlackRock Financial Management, Inc.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
c/o BlackRock, Inc., 40 East 52nd Street, New York, New York 10022	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Di	rector General and/or Managing Partner
Full Name (Last name first, if individual) BlackRock Investments, Inc.	
Business or Residence Address (Number and Street, City, State, Zip Code) 40 East 52nd Street, New York, New York 10022	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Di	General and/or Managing Partner
Full Name (Last name first, if individual) UBS Secutities, LLC	
Business or Residence Address (Number and Street, City, State, Zip Code) 677 Washington Blvd., Stamford, Connecticut 06901	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Di	rector General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer D	rector General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer D	irector General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
(Use blank sheet, or copy and use additional copies of this sheet, as n	ecessary)

					B. II	NFORMAT	ION ABOU	T OFFERI	NG		· · · · · · · · · · · · · · · · · · ·		
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Yes []	No M		
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	ıny individ	lual?	******			\$ <u>30</u> ,	,100,000.00
3.	Does th	e offering	permit joins	t ownershi	p of a sing	le unit?		***************************************				Yes ⋉	No □
4.	commis If a pers or state:	sion or sim on to be lis s, list the na	tion request ilar remune ted is an ass ame of the b you may s	ration for s lociated pe roker or de	solicitation erson or age caler. If me	of purchase int of a brok ore than five	ers in conne cer or deale e (5) persoi	ection with r registered ns to be list	sales of sec i with the S ed are asso	curities in t EC and/or	he offering with a state	e	
Ful	l Name (Last name	first, if indi	vidual)						<u> </u>	-		
Bu	siness or	Residence	Address (N	umber and	d Street, C	ty, State, Z	Lip Code)						
Na	me of As	sociated Br	oker or De	aler			<u>-</u> _			-			
Sta	tes in Wi	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	s" or check	individual	States)					***************************************		Al	II States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	Il Name (Last name	first, if indi	ividual)				-					
Bu	siness or	Residence	Address (1	Number an	d Street, C	ity, State,	Zip Code)					· · · · · · · · · · · · · · · · ·	
Na	me of As	sociated Bi	roker or De	aler	• • •			***					
Sta			Listed Has			•							
	(Check	"All States	s" or check	individua	States)	***************************************						☐ A	Il States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Fu	II Name (Last name	first, if indi	ividual)	•		•						
Bu	siness or	Residence	Address (1	Number an	d Street, C	ity, State,	Zip Code)						
Na	me of As	sociated Bi	roker or De	aler									
Sta	tes in Wi	ich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers	i					
	(Check	"All States	s" or check	individual	States)	**************	••••		***************************************		<u> </u>	A1	II States
	AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

Type of Security Debt \$ 0.00 \$ 0	1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate	Amount Already
Equity		Type of Security	Offering Pric	
Common Preferred \$ 0.00 \$ 0.00 \$ 0.00 \$ 2.803.284.038		Debt	0.00	
Convertible Securities (including warrants) \$ 0.00		Equity	0.00	<u>\$ 0.00</u>
Partnership Interests			0.00	
Other (Specify \$ 0.00 \$		Powtowskin Interacts	2.803.264.	
Total S 2,803,264,038 \$ 2,803,				
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Numbe		Other (Specify)	2,803,264,	
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 or 104) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total 3. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees. Accounting Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)			<u>' </u>	
Accredited Investors	2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their		
Non-accredited Investors Salar (for filings under Rule 504 only) Salar (for filings under Rule 504 only) Salar (for filings under Rule 504 only) Salar (filing under ULOE) Salar (for filings under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Salar (Fig. 2) Sold Security Securities in this offering Security Sold Security Securities Security Sold Security Securities Sold Security Securities Sold Security Securities Sold Security Securities Securities Sold Security Securities Securit			Investors	Dollar Amount of Purchases
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Type of Offering Rule 505 Regulation A Rule 504 Total 3. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Type of Offering in this filing under ULOE. Sold Type of Offering sold the twelve (12) months prior to the first twelv			1	<u>\$ 2,803,264,038.00</u>
Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505			1	
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505		Total (for filings under Rule 504 only)	<u> </u>	\$
sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question I. Type of Security Rule 505 Regulation A Rule 504 Total Sold \$ Total Sold \$ A Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Dollar Amount Sold \$ Dollar Amount Sold \$ \$ 0.00 \$ 0.000 \$ \$ 0.000 \$ \$ 0.000 \$ \$ 0.000 \$ 0.000 \$ 0.000 \$ 0.000 \$ 0.000 \$ 0.000 \$ 0.000 \$ 0.000 \$ 0.000 \$ 0.000 \$ 0.000 \$ 0.000 \$ 0.000 \$ 0.000 \$ 0.000		Answer also in Appendix, Column 4, if filing under ULOE.		
Type of Offering Rule 505	3.	sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the		
Rule 505 S				=
Regulation A Rule 504		Type of Offering	Security	Sold
Rule 504			i	\$
Total		Regulation A		<u> </u>
4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Touch 2000 Control of the insurer. 1 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 Touch 2000 Control of the insurer. 1 \$ 0.00 \$ 0.00 Touch 2000 Control of the insurer. 1 \$ 0.00 Touch 2000 Control of the insurer. 2 \$ 0.00 Touch 2000 Control of the insurer. 2 \$ 0.00 Touch 2000 Control of the insurer. 2 \$ 0.00 Touch 2000 Control of the insurer. 3 \$ 0.00 Touch 2000 Control of the insurer. 4 \$ 0.00 Touch 2000 Control of the insurer. 5 0.00 Touch 2000 Control of the insurer. 5 0.00 Touch 2000 Control of the insurer. 5 0.00 Touch 2000 Control of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an expenditure is not known, furnish an extended in the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an extended in the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an extended in the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an extended in the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish and extended in the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish and ex		Rule 504	<u> </u>	<u> </u>
securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Tatalogo open		Total		\$ 0.00
Printing and Engraving Costs ✓ \$ 1,000.00 Legal Fees ✓ \$ 780,000.00 Accounting Fees ✓ \$ 0.00 Engineering Fees ✓ \$ 0.00 Sales Commissions (specify finders' fees separately) ✓ \$ 0.00 Other Expenses (identify) ✓ \$ 0.00	4	securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is		
Legal Fees ✓ \$ 780,000.00 Accounting Fees ✓ \$ 0.00 Engineering Fees ✓ \$ 0.00 Sales Commissions (specify finders' fees separately) ✓ \$ 0.00 Other Expenses (identify) ✓ \$ 0.00		Transfer Agent's Fees		
Accounting Fees		Printing and Engraving Costs		
Engineering Fees		Legal Fees		
Engineering Fees		Accounting Fees		
Sales Commissions (specify finders' fees separately) Other Expenses (identify) 5 0.00 704 000 00		Engineering Fees	.,,	2 \$ 0.00
Other Expenses (identify) \$\(0.00 \)				☑ \$ <u>0.00</u>
704 000 00			l	\$ 0.00
				704 000 00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES AND US	SE OF PROCEEDS	
	b. Enter the difference between the aggregate off and total expenses furnished in response to Part C - proceeds to the issuer."	 Question 4.a. This difference is the "adjuste 	ed gross	\$2,802,483,038.00
5.	Indicate below the amount of the adjusted gross peach of the purposes shown. If the amount for a check the box to the left of the estimate. The total proceeds to the issuer set forth in response to Pa	any purpose is not known, furnish an estim of the payments listed must equal the adjuste	ate and	
			Payments to Officers, Directors, & Affiliates	
	Salaries and fees			\$_0.00
	Purchase of real estate			\$ 0.00
	Purchase, rental or leasing and installation of m	· · · · · · · · · · · · · · · · · · ·	0.00	Z1\$ 0.00
	Construction or leasing of plant buildings and for			\$ 0.00
	Acquisition of other businesses (including the v offering that may be used in exchange for the as issuer pursuant to a merger)	sets or securities of another		□ \$ <u>0.00</u>
	Repayment of indebtedness		Z \$ 0.00	⊘ \$ 0.00
	Working capital	ZI \$ 0.00	\$ 0.00	
	Other (specify): Investment of Proceeds		Z \$ 0.00	Z \$ 0.00
	Column Totals Total Payments Listed (column totals added)			2,802,483,038.0 \$\(\sigma\) \\$ 2,802,483,038.0 2,802,483,038.0
		D. FEDERAL SIGNATURE		
sig	e issuer has duly caused this notice to be signed by to nature constitutes an undertaking by the issuer to for information furnished by the issuer to any non-ac	urnish to the U.S. Securities and Exchange (Commission, upon wri	
	uer (Print or Type) MBS Opportunities Fund (Offshore), L.P.	Signature MAM	Date 6-3-	-08
	me of Signer (Print or Type)	Title of Signer (Print or Type)	i	
Na		Authorized Signatory		

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	-	E. STATE SIGNATURE			
1.	• • •	presently subject to any of the disqualification		Yes	No X
	Se	ee Appendix, Column 5, for state response.			
2.	The undersigned issuer hereby undertakes to D (17 CFR 239.500) at such times as requ	o furnish to any state administrator of any state ired by state law.	in which this i	notice is filed a no	tice on Form
3.	The undersigned issuer hereby undertakes issuer to offerees.	to furnish to the state administrators, upon wi	ritten request,	information furr	nished by the
4.	limited Offering Exemption (ULOE) of the	issuer is familiar with the conditions that must state in which this notice is filed and understatishing that these conditions have been satisfie	nds that the is		
	uer has read this notification and knows the conthorized person.	ntents to be true and has duly caused this notice	to be signed o	n its behalf by the	undersigned
•	Print or Type) Opportunities Fund (Offshore), L.P.	Signature All	Date	3-08	
Name (Print or Type)	Title (Print or Type)		Ī	

Authorized Signatory

Instruction:

Martin Small

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				Al	PENDIX				
l	Intend to non-ac	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	investor and rchased in State C-Item 2)		under Sta (if yes, explana waiver	ification ite ULOE
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL							<u> </u>		1
AK									
AZ									
AR								,	
CA									
со		X	L.P. Interests \$100,000,000	1	\$100,000,0	00 0	\$0.00		X
СТ	,								
DE		X	L.P. Interests \$229,150,000	3	\$229,150,0	00.00 0	\$0.00		X
DC									
FL									
GA									
ні									
ID		,							
IL	,.								
IN								<u></u>	
IA									
KS									;
KY								T	·;
LA									
ME	a de Albayilla washin							,	
MD									· · · · · ·
MA									1
MI								.	
MN									
MS									

APPENDIX 2 4 3 Disqualification Type of security under State ULOE and aggregate (if yes, attach Intend to sell Type of investor and explanation of offering price to non-accredited amount purchased in State waiver granted) investors in State offered in state (Part C-Item 2) (Part E-Item 1) (Part C-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited Investors Yes No Investors Amount Amount Yes No State MO MT NE ΝV NH NJ NM NY NC ND OH OK OR L.P. Interest \$82,000,000 X PA X 0 \$0,400 \$82,000,000.00 1 RI SCSD TN TX UT VT VA L.P. Interests \$200,000,000 X WA X 1 \$200,000,d00.00 \$0.00 wv WI

	APPENDIX												
1		2	3					lification					
	to non-a investor	Intend to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price Type of investor and amount purchased in State (Part C-Item 1) Type of security and aggregate offering price Type of investor and amount purchased in State (Part C-Item 2)					amount purchased in State			amount purchased in State		under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No				
WY													
PR													

END